



SEP 05 ZUUG

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

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OMB APPROVAL				
	OMB NUMBER:	3235-0076		
	Expires:	April 30, 2008		
	Estimated average burden	-		
	hours per response	16.00		

	SEC USE ONLY	
Prefix	Serial	
	DATE RECEIVED	
1	1	

Name of Offering (_ check if this is an amendment and name has changed, and indicate change.)								
Series A Preferred Stock								
Filing Under (Check box(es) that apply):Rule 504Rule 505XRule 506Section 4 Type of Filing: XNew FilingAmendment	(6)_ULOE PROGESS TO							
A. BASIC IDENTIFICATION DATA	/ 02 to file eggs							
1. Enter the information requested about the issuer								
Name of Issuer (_ check if this is an amendment and name has changed, and indicate change.)								
Acinion Inc.	Tuu waada waa sa							
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)							
P.O. Box 399, Lexington, MA 02420	508-302-1951							
Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) different from Executive Offices)	Telephone Number (Including Area Code)							
Brief Description of Business:	,							
Developing and commercializing video servers (and associated storage, streaming and download mechanisms) for use in the video distribution, hosting and/or delivery over Internet Protocol services market								
Type of Business Organization								
_ corporationlimited partnership, already formed	_ other (please specify):							
business trustlimited partnership, to be formed								
Month Year Actual or Estimated Date of Incorporation or Organization 06 2006 Actual Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)	Estimated DE							

GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



		A. BASIC IDENTI	FICATION DATA		
 Enter the information requested for Each promoter of the issuer, is Each beneficial owner having Each executive officer and dir Each general and managing pages 	f the issuer has been the power to vote rector of corporate	or dispose, or direct the vissuers and of corporate g	ote or disposition of, 10%		ss of equity securities of the issuer; ip issuers; and
Check Box(es) that Apply:	Promoter	_ Beneficial Owner	Executive Officer	_ Director	_ General and/or Managing Partner
Full Name (Last name first, if individual)					
A manaff David B					
Aronoff, David B. Business or Residence Address	(Number and S	treet, City, State, Zip Code	2)		
	•	, ,,	-,		
c/o IDG Ventures, One Exeter Plaza, 1	5 th Floor, Boston,	, MA 02116			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)					
Casey, Donald					
Business or Residence Address	(Number and S	treet, City, State, Zip Code	e)		
olo Asinian Inc. D.O. Poy 200 I syingt	on MA 02420				
c/o Acinion Inc., P.O. Box 399, Lexingt Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)		Deliciteiai Owliei	Executive Officer	Director	
Gerovac, Branko J.					
Business or Residence Address	(Number and St	reet, City, State, Zip Code			
c/o Acinion Inc., P.O. Box 399, Lexingt	on, MA 02420		•		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)					
Seelig, Jonathan Business or Residence Address	(Number and St	reet, City, State, Zip Code	<u> </u>		
Dusiness of Academic Flagrands	(r talliour and or		,		
c/o Globespan Capital, One Boston Pla	ce, Suite 2810, Be	oston, MA 02108			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)	I				
Carver, David C.					
Business or Residence Address	(Number and S	treet, City, State, Zip Code	e)		
of Asiato Inc. D.O. Bon 200 I min	4 3.4.4.02.420				
c/o Acinion, Inc., P.O. Box 399, Lexing Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	Canada and Jan Managina Dartura
Full Name (Last name first, if individual)		Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
i un riumo (Buse namo 1115t, il marridual)					
Samberg, Larry S.					
Business or Residence Address	(Number and S	treet, City, State, Zip Code	e)		
c/o Acinion Inc., P.O. Box 399, Lexingt	on, MA 02420				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if individual)					
IDC Ventures Adlered A. V. N					
IDG Ventures Atlantic I, L.P. Rusiness or Residence Address	(Number and S	Street City State 7 in Cod	(a)		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Executive Officer

Director

General and/or Managing Partner

Beneficial Owner

(Number and Street, City, State, Zip Code)

One Exeter Plaza, 15th Floor, Boston, MA 02116
Check Box(es) that Apply: Prom

One Exeter Plaza, 15th Floor, Boston, MA 02116

Full Name (Last name first, if individual)

IDG Ventrues Atlantic II, L.P. Business or Residence Address

Promoter

٨	RA	SIC	IDE	NTIF	[CA]	TION	INA	TA

- Enter the information requested for the following:

 Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	_ Director	General and/or Managing Partner			
Full Name (Last name first, if individual)								
Globespan Capital Partners V, L.P.								
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)						
One Boston Place, Suite 2810, Boston, MA 02108								
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	_ Director	General and/or Managing Partner			
Full Name (Last name first, if individual)								
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)						
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner			
Full Name (Last name first, if individual)								
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)						
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner			
Full Name (Last name first, if individual)				•				
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)	· · · · · · · · · · · · · · · · · · ·					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner			
Full Name (Last name first, if individual)								
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)						
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner			
Full Name (Last name first, if individual)								
Business or Residence Address	(Number and Stre	et, City, State, Zip Code)	· · · · · · · · · · · · · · · · · · ·					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner			
Full Name (Last name first, if individual)								
Business or Residence Address	(Number and Stre	eet, City, State, Zip Code)						
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Check Box(es) that Apply:	D	D	F	Discotor	C 1 1/2 1/2 1 P			
Full Name (Last name first, if individual)	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner			
Business or Residence Address	(Number and Stre	eet, City, State, Zip Code)						
	· · · · · · · · · · · · · · · · · · ·							

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING		· · · · · · · · · · · · · · · · · · ·
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	Yes	No
Answer also in Appendix, Column 2, if filing under ULOE.	-	_
2. What is the minimum investment that will be accepted from any individual?	\$ <u>n/a</u>	····
3. Does the offering permit joint ownership of a single unit?	Yes	No
 Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or 		_
similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full Name (Last name first, if individual)		
None		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Name of Associated Broker or Dealer		· • • • • • • • • • • • • • • • • • • •
Central in which Dayron Listed Hos Calinited as Intende to Calinit Durchagas		
States in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	_ All States	
_[AL]	_ [HI]	_ [ID]
(IL) _ (IN) _ (IA) _ (KS) _ (KY) _ (LA) _ (ME) _ (MD) _ (MA) _ (MI) _ (MN _ [MT] _ (NE) _ (NV) _ (NH) _ (NJ) _ (NM) _ (NY) _ (NC) _ (ND) _ (OH) _ (OK	_ [OR]	_ [MO] _ [PA]
_ [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [WY]	_ [PR]
Full name (Last name first, if individual) None		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Name of Associated Broker or Dealer		-
States in which Person Listed Has Solicited or Intends to Solicit Purchasers	· 	
(Check "All States" or check individual States)	_ All States	
_[AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA _[IL] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN	_ [HI]	_ [ID]
_ [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK	_ [OR]	_ [MO] _ [PA]
_ [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI] Full Name (Last name first, if individual)	_ [WY]	_ [PR]
Tan Name (East Maile 1855, it Methodal)		
Business or Residence Address (Number and Street, City, State, Zip Code)	············	
Name of Associated Broker or Dealer		
States in which Person Listed Has Solicited or Intends to Solicit Purchasers	<u> </u>	<u> </u>
(Check "All States" or check individual States)	_ All States	
_[AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA		_ [ID]
_ [IL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN	_ [OR]	_ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS $\,$

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box _ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$5,000,000	\$5,000,000
	_ Common _ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$5,000,000	\$5,000, <u>000</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	3	<u>\$5,000,000</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		3
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A.		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		<u> </u>
	Transfer Agent's Fees	_	\$
	Printing and Engraving Costs		\$
	Legal Fees	_	\$_70,000
	Accounting Fees	_	\$
	Engineering Fees	-	\$
	Sales Commissions (specify finders' fees separately)	-	\$
	Other Expenses (identify)		\$
	Total	-	\$ 70,000
	10.00		J 70,000

5.	b. Enter the difference between the aggregate offer I and total expenses furnished in response to Part of adjusted gross proceeds to the issuer." Indicate below the amount of the adjusted gross proceeds of the purposes shown. If the amount for and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in respectively.	C – Question 4.a. This difference is the occeeds to the issuer used or proposed to be used any purpose is not known, furnish an estimate total of the payments listed must equal the		\$ <u>4,930,000</u>
		•	Payments to Officers, Directors, & Affiliates	Payments To Others
	Salaries and fees		\$_750,000	
	Purchase of real estate		\$	
	Purchase, rental or leasing and installation of macl	ninery and equipment	\$	<u> </u>
	Construction or leasing of plant buildings and faci	lities	\$	
	Acquisition of other business (including the value that may be used in exchange for the assets or secumerger)	urities of another issuer pursuant to a	\$	\$
	Repayment of indebtedness		\$ <u>1,200</u>	\$
	Working capital		\$	\$ <u>4,178,800</u>
	Other (specify):		\$	\$
			\$	_ \$
	Column Totals		\$ <u>751,200</u>	<u>4,178,800</u>
	Total Payments Listed (column totals added)		_ \$4.93	0,000
		D. FEDERAL SIGNATURE		
an ı	sissuer has duly caused this notice to be signed by the indertaking by the issuer to furnish to the U.S. Secur-accredited investor pursuant to paragraph (b)(2) of	te undersigned duly authorized person. If this notice in ities and Exchange Commission, upon written reques Rule 502.	is filed under Rule 505, the follo t of its staff, the information fur	wing signature constitutes nished by the issuer to any
	ner (Print or Type)	Signature P Assimplify	Date August 24, 2006	
Nar	me of Signer (Print or Type)	Title of Signer (Print or Type)		
Lar	ry S. Samberg	Chief Operating Officer and Treasurer		
		<u> </u>		

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)